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*Attorneys for the Ad Hoc Committee of
Governmental and Other Contingent
Litigation Claimants*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-X

-X

Chapter 11

Case No. 19-23649 (RDD)

**FORTY-FIFTH MONTHLY FEE STATEMENT OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP, CO-COUNSEL TO THE AD HOC COMMITTEE,
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
PERIOD FROM JUNE 1, 2023 THROUGH JUNE 30, 2023**

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Name of Applicant	Kramer Levin Naftalis & Frankel LLP
Authorized to Provide Professional Services to:	Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	December 2, 2019
Period for which compensation and reimbursement is sought	June 1, 2023 through and including June 30, 2023
Amount of Compensation sought as actual, reasonable, and necessary	\$322,024.80
Current Fee Request	\$322,024.80 (80% of \$402,531.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$61.62
Amount of Compensation and Expenses sought as allowed under the Fee Order	\$322,086.42
Total Fees and Expenses Inclusive of Holdback	\$402,592.62
This is a(n): <u>X</u> monthly ___ interim application ___ final application	

SUMMARY OF MONTHLY FEE STATEMENTS

<i>Application</i>	<i>Total Compensation and Expenses Incurred for Period Covered</i>			<i>Total Amount Requested in Fee Statements</i>		<i>Total Unpaid</i>
Date Filed/ Docket No.	Period Covered	Total Fees	Expenses	Fees (80%)	Expenses (100%)	Fees and Expenses
12/9/2019 634	9/16/2019- 10/31/2019	\$1,099,075.50	\$30,479.64	\$879,260.40	\$30,479.64	\$0.00
1/30/2020 792	11/1/2019- 11/30/2019	\$688,772.25	\$4,206.77	\$551,017.80	\$4,206.77	\$0.00
3/16/2020 930	12/1/2019- 12/31/2019	\$451,659.00	\$8,050.70	\$361,327.20	\$8,050.70	\$0.00
3/16/2020 939	1/1/2020- 1/31/2020	\$395,585.50	\$4,712.17\$	\$316,468.40	\$4,712.17	\$0.00
5/5/2020 1131	2/1/2020- 2/29/2020	\$432,757.50	\$3,439.62	\$346,206.00	\$3,439.62	\$0.00
6/15/2020 1269	3/1/2020- 3/31/2020	\$370,398.50	\$51,598.57	\$296,318.80	\$51,598.57	\$0.00
7/14/2020 1389	4/1/2020- 4/30/2020	\$476,681.00	\$5,989.84	\$381,344.80	\$5,989.84	\$0.00
7/15/2020 1413	5/1/2020- 5/31/2020	\$298,077.50	\$31,689.62	\$238,636.00	\$31,689.62	\$0.00
9/25/2020 1727	6/1/2020- 6/30/2020	\$413,601.00	\$4,238.27	\$330,880.80	\$4,238.27	\$0.00
11/2/2020 1888	7/1/2020- 7/31/2020	\$408,012.00	\$3,537.82	\$326,409.60	\$3,537.82	\$0.00
11/16/2020 1987	8/1/2020- 8/31/2020	\$319,182.00	\$22,816.40	\$255,345.60	\$22,816.40	\$0.00
11/16/2020 1992	9/1/2020- 9/30/2020	\$558,041.50	\$39,378.85	\$446,433.20	\$39,378.85	\$0.00
12/14/2020 2133	10/1/2020- 10/31/2020	\$649,029.00	\$5,852.10	\$519,223.20	\$5,852.10	\$0.00
2/3/2021 2347	11/1/2020- 11/30/2020	\$803,716.50	\$50,743.79	\$642,973.20	\$50,743.79	\$0.00
3/17/2021 2506	12/1/2020- 12/31/2020	\$415,309.50	\$1,431.56	\$332,247.60	\$1,431.56	\$0.00
3/17/2021 2509	1/1/2021- 1/31/2021	\$395,187.50	\$2,371.83	\$316,150.00	\$2,371.83	\$0.00
6/11/2021 3018	2/1/2021- 2/28/2021	\$587,709.50	\$1,439.44	\$470,167.60	\$1,439.44	\$0.00
7/8/2021 3126	3/1/2021- 3/31/2021	\$1,103,186.50	\$3,633.38	\$882,549.20	\$3,633.38	\$0.00
7/15/2021 3210	4/1/2021- 4/30/2021	\$1,071,572.50	\$4,889.14	\$857,258.00	\$4,889.14	\$0.00
7/15/2021 3211	5/1/2021- 5/31/2021	\$1,160,384.50	\$4,373.08	\$928,307.60	\$4,373.08	\$0.00

9/9/2021 3746	6/1/2021- 6/30/2021	\$1,623,853.50	\$9,891.25	\$1,299,082.80	\$9,891.25	\$0.00
9/15/2021 3768	7/1/2021- 7/31/2021	\$1,612,667.50	\$8,734.22	\$1,290,134.00	\$8,734.22	\$0.00
10/14/2021 3940	8/1/2021- 8/31/2021	\$1,787,697.50	\$20,973.87	\$1,430,158.00	\$20,973.87	\$0.00
11/11/2021 4095	9/1/2021- 9/30/2021	\$627,407.00	\$22,025.50	\$501,925.60	\$22,025.50	\$0.00
12/09/2021 4216	10/1/2021- 10/31/2021	\$1,276,425.00	\$17,314.65	\$1,021,140.00	\$17,314.65	\$0.00
2/16/2022 4360	11/1/2021- 11/30/2021	\$1,267,188.50	\$18,919.79	\$1,013,750.80	\$18,919.79	\$0.00
2/16/2022 4361	12/1/2021- 12/31/2021	\$466,242.50	\$13,686.09	\$372,994.00	\$13,686.09	\$0.00
3/17/2022 4559	1/1/2022- 1/31/2022	\$822,885.50	\$17,690.49	\$658,308.40	\$17,690.49	\$0.00
4/1/2022 4626	2/1/2022- 2/28/2022	\$524,028.00	\$7,164.36	\$419,222.40	\$7,164.36	\$0.00
5/3/2022 4725	3/1/2022- 3/31/2022	\$646,346.00	\$8,141.43	\$517,076.80	\$8,141.43	\$0.00
5/16/2022 4823	4/1/2022- 4/30/2022	\$408,313.50	\$6,826.64	\$326,650.80	\$6,826.64	\$0.00
7/21/2022 4974	5/1/2022- 5/31/2022	\$76,927.00	\$8,816.90	\$61,541.60	\$8,816.90	\$0.00
9/15/2022 5077	6/1/2022- 6/30/2022	\$208,743.50	\$249,634.78	\$166,994.80	\$249,634.78	\$0.00
9/27/2022 5098	7/1/2022- 7/31/2022	\$174,755.00	\$2,219.99	\$139,804.00	\$2,219.99	\$0.00
10/17/2022 5162	8/1/2022- 8/30/2022	\$138,650.50	\$2,485.43	\$110,920.40	\$2,485.43	\$0.00
11/03/2022 5215	9/1/2022- 9/30/2022	\$98,517.00	\$90.43	\$78,813.60	\$90.43	\$0.00
11/21/2022 5250	10/1/2022- 10/31/2022	\$41,151.00	\$4,978.64	\$32,920.80	\$4,978.64	\$0.00
1/13/2023 5339	11/1/2022- 11/30/2022	\$33,987.00	\$2,195.19	\$27,189.60	\$2,195.19	\$0.00
2/1/2023 5396	12/1/2022- 12/31/2022	\$43,506.50	\$136.10	\$34,805.20	\$136.10	\$0.00
3/13/2023 5494	1/1/2023- 1/31/2023	\$46,013.00	\$6,269.26	\$36,810.40	\$6,269.26	\$9,202.60
4/5/2023 5536	2/1/2023- 2/28/2023	\$111,217.50	\$2,462.48	\$88,974.00	\$2,462.48	\$22,243.50
5/22/2023 5625	3/1/2023- 3/31/2023	\$113,742.00	\$2,312.73	\$90,993.60	\$2,312.73	\$22,748.40
5/25/2023 5635	4/1/2023- 4/30/2023	\$245,907.50	\$3,114.43	\$196,726.00	\$3,114.43	\$49,181.50
7/14/2023 5776	5/1/2023- 5/31/2023	\$193,994.00	\$2,683.64	\$155,195.20	\$2,683.64	\$196,677.64

Pursuant to sections 363(b) and 365 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the *Order Authorizing the Debtors to Assume the Reimbursement Agreement and Pay the Fees and Expenses of the Ad Hoc Committee’s Professionals* [Docket No. 553] (the “**Fee Order**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the “**Interim Compensation Order**,” and together with the Fee Order, the “**Orders**”), Kramer Levin Naftalis & Frankel LLP (the “**Applicant**”), Co-Counsel to the Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants (the “**Ad Hoc Committee**”), hereby submits this Forty-Fifth Monthly Fee Statement (the “**Statement**”) for the period of June 1, 2023 through and including June 30, 2023 (the “**Monthly Fee Period**”).

Itemization of Services Rendered by Applicant

Annexed hereto as “**Exhibit A**” is a schedule of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Monthly Fee Period by project category. Annexed hereto as “**Exhibit B**” is a schedule of the individuals and their respective titles that provided services during this Monthly Fee Period, along with their respective billing rates and the total number of hours spent by each individual during this Monthly Fee Period. The blended hourly billing rate of attorneys for all services provided during the Monthly Fee Period is \$1,515.27.² The blended hourly billing rate of all paraprofessionals is \$525.00.³

Annexed hereto as “**Exhibit C**” is a schedule of the actual, necessary expenses that Applicant incurred during the Monthly Fee Period.

² The blended hourly rate for all attorneys was derived by dividing the total fees for such professionals of \$397,911.00 by the total hours of 262.60.

³ The blended hourly rate for all paraprofessionals was derived by dividing the total fees for such paraprofessionals of \$4,620.00 by the total hours of 8.80.

Annexed hereto as “**Exhibit D**” are the time records of Applicant for this Monthly Fee Period organized by project category with a daily time log explaining the time spent by each attorney and other professional and an itemization of expenses.

Notice

Applicant will provide notice of this Application in accordance with the Orders. Applicant submits that no other or further notice be given.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Statement, serve via email, to the Notice Parties (as defined in the Interim Compensation Order), a written notice setting forth the precise nature of the objection and the amount at issue.

If no objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Applicant an amount equal to 80% of the fees and 100% of the expenses incurred during the Monthly Fee Period.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Applicant an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue. It shall not be sufficient to simply object to all fees and expenses.

WHEREFORE, Applicant respectfully requests (i) compensation in the amount of \$322,024.80, which represents 80% of billable time for services rendered by Applicant as co-counsel to the Ad Hoc Committee during this Monthly Fee Period, and (ii) reimbursement of the actual, necessary expenses incurred and recorded by Applicant during this Monthly Fee Period in the amount of \$61.62.

Dated: New York, New York
August 23, 2023

Respectfully submitted,

By: /s/ Kenneth H. Eckstein

Kenneth H. Eckstein
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*Attorneys for the Ad Hoc Committee of
Governmental and Other Contingent
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EXHIBIT A

SUMMARY OF FEES BY PROJECT CATEGORY

Matter	Matter Name	Hours	Total
00004	Case Administration	0.30	\$157.50
00006	Employment and Fee Applications	12.80	\$10,681.50
00008	Litigation	154.40	\$239,284.50
00009	Meetings and Communications with Ad-Hoc Committee & Creditors	29.20	\$44,953.00
00011	Plan and Disclosure Statement	74.70	\$107,454.50
TOTAL		271.40	\$402,531.00

EXHIBIT B

SUMMARY OF PROFESSIONALS FOR THE MONTHLY FEE PERIOD

Timekeeper	Title	Year Admitted	Department	Hourly Billing Rate	Total Hours Billed	Total Fees
David E. Blabey	Partner	2005	Creditors' Rights	1300	26.70	\$34,710.00
Kenneth H. Eckstein	Partner	1980	Creditors' Rights	1800	82.60	\$148,680.00
Roy T. Englert Jr.	Partner	1981	Litigation	1650	40.60	\$66,990.00
David J. Fisher	Partner	1985	Corporate	1690	16.40	\$27,716.00
Rachael Ringer	Partner	2011	Creditors' Rights	1415	1.00	\$1,415.00
Jordan Rosenbaum	Partner	2004	Corporate	1500	4.30	\$6,450.00
Joseph Shifer	Special Counsel	2010	Creditors' Rights	1280	7.30	\$9,344.00
Jeffrey Taub	Special Counsel	2010	Corporate	1280	8.20	\$10,496.00
Caroline Gange	Associate	2017	Creditors' Rights	1220	75.50	\$92,110.00
Wendy Kane	Paralegal	N/A	Creditors' Rights	525	8.80	\$4,620.00
TOTAL					271.40	\$402,531.00

EXHIBIT C

SUMMARY OF OUT OF POCKET EXPENSES

DESCRIPTION	AMOUNT
Color Copies	\$11.20
Photocopying	\$31.20
Telecommunications Charges	\$19.22
TOTAL EXPENSES	\$61.62

EXHIBIT D

Kramer Levin



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FOR PROFESSIONAL SERVICES rendered through June 30, 2023.

Fees	\$402,531.00
Disbursements and Other Charges	61.62
TOTAL BALANCE DUE	\$402,592.62

FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

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MATTER SUMMARY

For professional services rendered through June 30, 2023 in connection with the following matters:

Matter	Matter Name	Fees	Disbs	Total
072952-00001	Asset Analysis and Recovery	\$0.00	\$61.62	\$61.62
072952-00004	Case Administration	157.50	0.00	157.50
072952-00006	Employment and Fee Applications	10,681.50	0.00	10,681.50
072952-00008	Litigation	239,284.50	0.00	239,284.50
072952-00009	Meetings and Communications with Ad-Hoc Committee & Creditors	44,953.00	0.00	44,953.00
072952-00011	Plan and Disclosure Statement	107,454.50	0.00	107,454.50
Subtotal		\$402,531.00	\$61.62	\$402,592.62
TOTAL CURRENT INVOICE				\$402,592.62



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Asset Analysis and Recovery

DISBURSEMENTS AND OTHER CHARGES SUMMARY

DESCRIPTION	AMOUNT
Photocopying	\$31.20
Color Copies	11.20
Telecommunication Charges	19.22
TOTAL DISBURSEMENTS AND OTHER CHARGES	\$61.62



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Case Administration

PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEEs
Kane, Wendy	Paralegal	0.30	\$157.50
TOTAL FEES		0.30	\$157.50

PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/15/2023	Kane, Wendy	Register KL team for status conference; register clients and co-counsel for same and emails re same.	0.30	\$157.50
TOTAL			0.30	\$157.50



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Employment and Fee Applications

PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Gange, Caroline	Associate	5.70	\$6,954.00
Kane, Wendy	Paralegal	7.10	3,727.50
TOTAL FEES		12.80	\$10,681.50

PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/9/2023	Gange, Caroline	Emails w/ AHC professionals re interim fee apps and edits to same.	0.40	\$488.00
6/9/2023	Kane, Wendy	Prepare eleventh interim fee application (1.4); emails w/ C. Gange re same (0.2).	1.60	840.00
6/12/2023	Gange, Caroline	Review and edit AHC professionals' 11th interim fee applications.	2.90	3,538.00
6/12/2023	Kane, Wendy	Revise interim fee application; prepare amended January fee statement; email C. Gange re same.	0.40	210.00
6/13/2023	Gange, Caroline	Review and edit interim fee applications.	2.40	2,928.00
6/13/2023	Kane, Wendy	Revise interim fee application and email C. Gange re same.	0.10	52.50



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Employment and Fee Applications

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/14/2023	Kane, Wendy	Initial review of May fee statement for compliance with UST guidelines and local rules (0.5); review amended fee statement and eleventh interim fee application (0.3); email C. Gange re same (0.1); emails w/ other professionals re fee statement and fee applications (0.2); file FTI April fee statement, HL March and April fee statements, KL amended fee statement, Otterbourg April fee statement (1.0); update fee applications and further emails w/ professionals and C. Gange (0.4); file interim fee applications for AHC professionals (1.2); service of same (0.3).	4.00	2,100.00
6/20/2023	Kane, Wendy	Further review May fee statement for compliance with UST guidelines and local rule; email C. Gange re same.	0.40	210.00
6/22/2023	Kane, Wendy	Prepare May fee statement and exhibits (0.5); email C. Gange re same (0.1).	0.60	315.00
TOTAL			12.80	\$10,681.50



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Litigation

PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Blabey, David	Partner	18.90	\$24,570.00
Eckstein, Kenneth	Partner	56.70	102,060.00
Englert, Jr., Roy	Partner	38.30	63,195.00
Shifer, Joseph	Special Counsel	4.30	5,504.00
Gange, Caroline	Associate	35.90	43,798.00
Kane, Wendy	Paralegal	0.30	157.50
TOTAL FEES		154.40	\$239,284.50

PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/1/2023	Englert, Jr., Roy	Respond to client/co-counsel questions about appeal (0.3), discussion with K. Eckstein re state call (0.1), and review Debtor appeal letter (0.4).	0.80	\$1,320.00
6/1/2023	Eckstein, Kenneth	Continue to review Second Circuit opinion (1.5), discuss same with R. Englert (0.1).	1.60	2,880.00
6/1/2023	Blabey, David	Review appeal letter precedent (0.3).	0.30	390.00
6/2/2023	Englert, Jr., Roy	Call w/ KL team re draft letter (0.7); edit draft re same (3.0); communications with KL team re same (0.3).	4.00	6,600.00



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Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/2/2023	Eckstein, Kenneth	Review draft letter and comment re same (2.6); call with KL team re same (0.7); follow up re same (0.9).	4.20	7,560.00
6/2/2023	Blabey, David	Draft advocacy letter and incorporate comments to same (4.0); call w/ KL team re same (0.7); emails w/ KL team re same (0.3).	5.00	6,500.00
6/2/2023	Gange, Caroline	Call w/ KL team re advocacy letter (0.7); review and edit letter (1.2); emails w/ K. Eckstein and D. Blabey re same (0.3).	2.20	2,684.00
6/4/2023	Englert, Jr., Roy	Emails with D. Blabey and K. Eckstein re timing and substance of meetings and letter (0.7), and email exchanges with G. Garre re appeal matters (1.1).	1.80	2,970.00
6/4/2023	Blabey, David	Multiple emails w/ KL team regarding letter.	0.50	650.00
6/5/2023	Blabey, David	Call with K. Eckstein and email to R. Englert re appeal issues (0.3).	0.30	390.00
6/5/2023	Eckstein, Kenneth	Call/emails with R. Englert, D. Blabey re appellate issues (0.8); call with G. Garre, M. Huebner, M. Kesselman next steps on appeal (1.4); edit appeal letter (1.3).	3.50	6,300.00
6/5/2023	Englert, Jr., Roy	Calls and emails w/ K. Eckstein and D. Blabey re appeal issues (0.7) and review issues re same (3.1).	3.80	6,270.00
6/6/2023	Blabey, David	Edits to letter (0.6) and emails with working group re same (0.4).	1.00	1,300.00



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Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/6/2023	Eckstein, Kenneth	Review and comment re letter (2.0).	2.00	3,600.00
6/6/2023	Englert, Jr., Roy	Prep for meeting (4.0); communications with Debtors' counsel re same (0.2), communications with appeal parties re same (0.1), finalize letter (0.7).	5.50	9,075.00
6/6/2023	Gange, Caroline	Review letter (0.6); emails w/ D. Blabey re same (0.1); prep for meeting (2.7).	3.40	4,148.00
6/7/2023	Blabey, David	Exchange multiple emails with K. Eckstein and R. Englert re talking points for meeting (0.7); call with Debtors re meeting (1.0); draft talking points for meeting (2.5); emails with C. Gange re same (0.3).	4.50	5,850.00
6/7/2023	Englert, Jr., Roy	Corr with K. Eckstein and D. Blabey re meeting (0.8); prepare for (0.5) and attend call with Debtors re same (1.0); prepare for meeting (5.0); emails and calls with plan proponents re same (0.6).	7.90	13,035.00
6/7/2023	Eckstein, Kenneth	Call with M. Huebner re Washington meeting (0.6); calls with A. Preiss re same (1.0); call with company advisors re same (1.0); edit talking points and prep for meeting re same (4.5); discuss same with C. Gange (0.2).	7.30	13,140.00



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Litigation

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/7/2023	Gange, Caroline	Prep for meeting (draft talking points, legal research re same) (6.6); discuss same w/ K. Eckstein (0.2); multiple emails w/ D. Blabey re same (0.3); review D. Blabey talking points and edits to same (0.4).	7.50	9,150.00
6/8/2023	Eckstein, Kenneth	Prep for meeting and revise talking points (6.5); call with North Carolina re same (0.8); call with A. Preiss re same (0.6).	7.90	14,220.00
6/8/2023	Blabey, David	Emails w/ K. Eckstein, J. Rosenbaum and D. Fisher re meeting (0.4) and M. Diaz re same (0.2); emails with FTI and KL teams re same (0.8); edit talking points for meeting (2.0); call with Tennessee to prep for meeting (0.5).	3.90	5,070.00
6/8/2023	Englert, Jr., Roy	Prepare for meeting, including multiple revisions to drafts of talking points (6.5); discussions with North Carolina officials re same (0.8), and review certain opinions and documents re meeting (0.7).	8.00	13,200.00
6/8/2023	Shifer, Joseph	Research re letter (3.5) and calls/emails with C. Gange and D. Blabey re same (0.8).	4.30	5,504.00
6/8/2023	Gange, Caroline	Multiple edits to talking points for meeting (7.6); legal research re same (6.0); emails w/ K. Eckstein, R. Englert, D. Blabey re same (0.9); call w/ J. Shifer re same (0.2); review materials from FTI re same (0.2).	14.90	18,178.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/9/2023	Englert, Jr., Roy	Prepare for (3.6), participation in (1.0), and follow-up appeal meeting (0.9).	5.50	9,075.00
6/9/2023	Eckstein, Kenneth	Prep for appeal meeting, review and finalize talking points (2.5); attend and participate in meeting (1.0); call with Company advisors re same (1.2); call with Akin re meeting (0.7); correspond with R. Englert re same (0.7).	6.10	10,980.00
6/9/2023	Blabey, David	Review and edit talking points for appeal meeting (0.8); attend appeal meeting (1.0) and follow-up call with clients (0.5); call with DPW and Akin re meeting (0.4).	2.70	3,510.00
6/9/2023	Gange, Caroline	Prep for appeal meeting (edit talking points, emails w/ K. Eckstein re same) (3.2); attend same (1.0).	4.20	5,124.00
6/12/2023	Eckstein, Kenneth	Review correspondence re appeal meetings and next steps (1.4); review PI materials (0.8).	2.20	3,960.00
6/13/2023	Eckstein, Kenneth	Call w/ Company re Washington meeting (0.5).	0.50	900.00
6/14/2023	Eckstein, Kenneth	Prepare memo to potential board re appeal process (1.7); call with M. Huebner re same (0.2); correspond w/ S. Gilbert re same (0.4).	2.30	4,140.00
6/15/2023	Blabey, David	Call with M. Tobak re preliminary injunction.	0.10	130.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/15/2023	Eckstein, Kenneth	Review correspondence re appeal meeting (1.0); review PI injunction request and correspond w/ KL team re proposed order (0.7).	1.70	3,060.00
6/15/2023	Englert, Jr., Roy	Review Debtor letter re appeal.	0.50	825.00
6/15/2023	Gange, Caroline	Emails w/ D. Blabey re PI extension (0.3); review precedent re same (0.8); review issues re same (0.3).	1.40	1,708.00
6/16/2023	Blabey, David	Attend status conference on preliminary injunction motion.	0.30	390.00
6/16/2023	Eckstein, Kenneth	Review motion re PI extension (0.8); prep for (1.1) and attend Purdue hearing/status conference re same (0.3); call with M. Huebner, A. Preiss re appeal (1.0).	3.20	5,760.00
6/16/2023	Englert, Jr., Roy	Emails with KL team re appeal.	0.20	330.00
6/16/2023	Gange, Caroline	Attend status conference re PI extension.	0.30	366.00
6/20/2023	Blabey, David	Call with K. Eckstein on preliminary injunction (0.2).	0.20	260.00
6/20/2023	Eckstein, Kenneth	Correspond w/ Company re appeals and related issues (0.8); call w/ D. Blabey re PI (0.2).	1.00	1,800.00
6/22/2023	Englert, Jr., Roy	Review Supreme Court timeline.	0.30	495.00
6/22/2023	Blabey, David	Emails with KL team re preliminary injunction motion.	0.10	130.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/22/2023	Eckstein, Kenneth	Call with M. Huebner re appeal issues (0.7); call with A. Preiss re same (0.5); review issues re same (0.6).	1.80	3,240.00
6/23/2023	Eckstein, Kenneth	Call with M. Huebner, A. Preiss re appeal issues (1.0); follow up with A. Preiss re same (0.5); review case correspondence re same (0.8).	2.30	4,140.00
6/26/2023	Eckstein, Kenneth	Call with M. Huebner, A. Preiss re discussions with Sacklers, PI, appeal issues (0.8); call with A. Preiss re same (0.4); review pleadings re PI (0.8).	2.00	3,600.00
6/27/2023	Eckstein, Kenneth	Call with M. Huebner re appeals (0.4); call with A. Preiss re appeal (0.7); review draft pleading re PI extension (0.5); correspond re with Debtors re appeal issues (0.8); review materials re PI hearing (0.6).	3.00	5,400.00
6/27/2023	Gange, Caroline	Review issues and pleading re PI extension.	0.60	732.00
6/28/2023	Eckstein, Kenneth	Call with A. Preiss re appeal issues (0.5); call with M. Huebner re appeals (0.4); review materials re PI (0.8).	1.70	3,060.00
6/29/2023	Eckstein, Kenneth	Attend court hearing re PI (1.2)	1.20	2,160.00
6/29/2023	Gange, Caroline	Prep for (0.2) and attend hearing re PI extension (1.2).	1.40	1,708.00
6/29/2023	Kane, Wendy	Pull docs relating to preliminary injunction hearing; email C. Gange and re same.	0.30	157.50



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/30/2023	Eckstein, Kenneth	Call with H. Skonick re appeals (0.4); call with A. Preiss re same (0.3); review materials re appeal issues (0.5).	1.20	2,160.00
TOTAL			154.40	\$239,284.50



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Meetings and Communications with Ad-Hoc Committee & Creditors

PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Blabey, David	Partner	5.40	\$7,020.00
Eckstein, Kenneth	Partner	13.50	24,300.00
Englert, Jr., Roy	Partner	2.30	3,795.00
Taub, Jeffrey	Special Counsel	1.30	1,664.00
Gange, Caroline	Associate	6.70	8,174.00
TOTAL FEES		29.20	\$44,953.00

PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/1/2023	Blabey, David	Attend portion of working group call re appeal (0.5).	0.50	\$650.00
6/1/2023	Eckstein, Kenneth	Prepare for (0.7) and lead call with state working groups re Second Circuit opinion, next steps (1.3).	2.00	3,600.00
6/1/2023	Gange, Caroline	Attend portion of call with States working group re Second Circuit decision and next steps (0.7); follow-up w/ KL team re same (0.4).	1.10	1,342.00
6/3/2023	Blabey, David	Emails with working group and Fifteen re appeal.	0.60	780.00
6/3/2023	Englert, Jr., Roy	Emails with S. Gilbert and clients re appeal timing.	1.00	1,650.00



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Meetings and Communications with Ad-Hoc Committee & Creditors

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/5/2023	Blabey, David	Draft update to AHC on cert issues (0.7).	0.70	910.00
6/6/2023	Blabey, David	Attend working group call re appeal (0.8).	0.80	1,040.00
6/6/2023	Englert, Jr., Roy	Participate in Working Group call (0.8).	0.80	1,320.00
6/6/2023	Eckstein, Kenneth	Prepare for (0.2) and attend Working Group call (0.8).	1.00	1,800.00
6/6/2023	Gange, Caroline	Attend working group call.	0.80	976.00
6/7/2023	Eckstein, Kenneth	Call with Working Group re appeal (1.0)	1.00	1,800.00
6/8/2023	Blabey, David	Attend working group call re appeal (1.0).	1.00	1,300.00
6/8/2023	Eckstein, Kenneth	Attend Working Group call (1.0).	1.00	1,800.00
6/9/2023	Eckstein, Kenneth	Call with clients re appeal (1.0).	1.00	1,800.00
6/9/2023	Gange, Caroline	Attend portion of meeting with working group re appeal meeting.	0.70	854.00
6/13/2023	Eckstein, Kenneth	Attend Working Group meeting (1.0).	1.00	1,800.00
6/13/2023	Gange, Caroline	Attend portion of meeting with working group re appeal.	0.70	854.00
6/15/2023	Eckstein, Kenneth	Revise and finalize memo to potential board members re appeal and timing (1.5); correspond with FTI, Houlihan re business plan, materials for Working Group (0.7).	2.20	3,960.00



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Meetings and Communications with Ad-Hoc Committee & Creditors

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/15/2023	Gange, Caroline	Emails w/ AHC profs and members re upcoming hearing.	0.30	366.00
6/20/2023	Englert, Jr., Roy	Review and comment on update letter to AHC.	0.50	825.00
6/20/2023	Eckstein, Kenneth	Attend Working Group call (1.0).	1.00	1,800.00
6/20/2023	Blabey, David	Attend portion of working group call re PI (0.5); follow up with K. Eckstein re same (0.2); call with M. Tobak re same and emails with K. Eckstein (0.4); edit update to AHC re preliminary injunction and appeal meeting (0.5).	1.60	2,080.00
6/20/2023	Gange, Caroline	Attend portion of working group call (0.6); draft client update email re appeal and PI (1.2).	1.80	2,196.00
6/21/2023	Blabey, David	Exchange emails with KL team re update to AHC (0.2).	0.20	260.00
6/23/2023	Eckstein, Kenneth	Correspond w/ Working Group re meeting and agenda (0.5); correspond with J. Conroy re appellate issues (0.4).	0.90	1,620.00
6/26/2023	Eckstein, Kenneth	Correspond with J. Conroy re appellate issue (0.4)	0.40	720.00
6/28/2023	Eckstein, Kenneth	Call with J. Conroy re PI (0.5)	0.50	900.00
6/29/2023	Eckstein, Kenneth	Prep for (0.2) and attend call with Working Group to review Newco materials, appeal issues (1.3).	1.50	2,700.00
6/29/2023	Taub, Jeffrey	Attend working group call re NewCo issues and plan emergence (1.3).	1.30	1,664.00



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Meetings and Communications with Ad-Hoc Committee & Creditors

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/29/2023	Gange, Caroline	Attend working group call re NewCo issues and plan emergence.	1.30	1,586.00
TOTAL			29.20	\$44,953.00



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Plan and Disclosure Statement

PROFESSIONAL SERVICES SUMMARY

TIMEKEEPER	TITLE	HOURS	FEES
Blabey, David	Partner	2.40	\$3,120.00
Eckstein, Kenneth	Partner	12.40	22,320.00
Fisher, David	Partner	16.40	27,716.00
Ringer, Rachael	Partner	1.00	1,415.00
Rosenbaum, Jordan	Partner	4.30	6,450.00
Shifer, Joseph	Special Counsel	3.00	3,840.00
Taub, Jeffrey	Special Counsel	6.90	8,832.00
Gange, Caroline	Associate	27.20	33,184.00
Kane, Wendy	Paralegal	1.10	577.50
TOTAL FEES		74.70	\$107,454.50

PROFESSIONAL SERVICES DETAIL

DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/5/2023	Gange, Caroline	Emails w/ D. Blabey re next steps on plan and client questions re same (0.2); review settlement documents (1.2).	1.40	\$1,708.00
6/8/2023	Rosenbaum, Jordan	Review of plan documents (0.8); call with D. Fisher and J. Taub re settlement (0.3).	1.10	1,650.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/8/2023	Fisher, David	Emails with J. Rosenbaum and D. Blabey regarding settlement questions (0.5); review MDT and SOAF Settlement Agreement and SOAF Term Sheet (1.2); call with J. Taub and J. Rosenbaum regarding same (0.3); emails with D. Blabey and FTI regarding same (0.2) and review of FTI analysis (0.6).	2.80	4,732.00
6/8/2023	Taub, Jeffrey	Review settlement agreement (0.2) and call w/ J. Rosenbaum, D. Fisher re same (0.3).	0.50	640.00
6/8/2023	Kane, Wendy	Research and pull precedent re plan emergence (0.8); email C. Gange re same (0.10); obtain brief in precedential case and email J. Shifer re same (0.2).	1.10	577.50
6/9/2023	Fisher, David	Review FTI deck regarding plan next steps.	0.70	1,183.00
6/12/2023	Blabey, David	Call with Houlihan and FTI re plan implementation.	1.00	1,300.00
6/12/2023	Eckstein, Kenneth	Call with FTI, Houlihan re Working Group presentation, NewCo issues (1.0); prepare memoranda re next steps (1.3)	2.30	4,140.00
6/12/2023	Gange, Caroline	Call w/ FTI, HL and KL team re plan implementation (1.0) and prep for call w/ working group re same (0.1).	1.10	1,342.00
6/13/2023	Eckstein, Kenneth	Prepare memo to proposed directors re appeal process, (1.8); review FTI deck re implementation (0.6).	2.40	4,320.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/15/2023	Fisher, David	Communications regarding status of issues in connection with Settlement Agreement and ancillary documents (0.4); coordination of resolutions and next steps (0.3).	0.70	1,183.00
6/16/2023	Shifer, Joseph	Emails to KL/FTI/HL teams re next steps on plan (0.6); call w/ C. Gange re same (0.2).	0.60	768.00
6/16/2023	Gange, Caroline	Discuss upcoming plan meeting w/ J. Shifer (0.2); review plan related documents in prep for same (1.3).	1.50	1,830.00
6/19/2023	Shifer, Joseph	Review next steps re plan (0.4)	0.40	512.00
6/20/2023	Fisher, David	Conference call with J. Rosenbaum, J. Taub and J. Shifer (0.3); review documents in advance of internal meeting (1.0).	1.30	2,197.00
6/20/2023	Eckstein, Kenneth	Calls with A. Preiss, M. Huebner re plan (0.8); review materials re emergence (0.7).	1.50	2,700.00
6/20/2023	Rosenbaum, Jordan	Call w/ D. Fisher, J. Taub and J. Shifer re plan-related documents.	0.30	450.00
6/20/2023	Taub, Jeffrey	Call w/ KL corporate and J. Shifer re next steps on plan.	0.30	384.00
6/20/2023	Shifer, Joseph	Call with D. Fisher, J. Rosenbaum and J. Taub re next steps re plan prep (0.3); follow up email re same (0.1).	0.40	512.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/20/2023	Gange, Caroline	Review next steps on plan/settlement (1.3); draft outline re same (0.8); draft email memo to K. Eckstein and D. Blabey re same (0.6).	2.70	3,294.00
6/21/2023	Eckstein, Kenneth	Review FTI, Houlihan materials, comment (0.8); meet with AHC advisors re plan emergence (1.5); follow up re same (0.6).	2.90	5,220.00
6/21/2023	Ringer, Rachael	Attend portion of call re: next steps re: plan (1.0).	1.00	1,415.00
6/21/2023	Blabey, David	Attend majority of call with KL/FTI/HL on next steps and plan emergence (1.4)	1.40	1,820.00
6/21/2023	Rosenbaum, Jordan	Attend portion of meeting with FTI, HL, KL team re emergence.	1.30	1,950.00
6/21/2023	Fisher, David	Review Settlement Agreement in advance of meeting (1.3); call with FTI, Houlihan and KL team and follow up (1.5).	2.80	4,732.00
6/21/2023	Taub, Jeffrey	Attend majority of all hands call w/ KL team, HL team and FTI team re emergence.	1.40	1,792.00
6/21/2023	Shifer, Joseph	Prep for (0.1) and attend meeting with KL/HL/FTI re next steps (1.5)	1.60	2,048.00
6/21/2023	Gange, Caroline	Attend meeting w/ KL team, FTI, and Houlihan re next steps on plan (1.5); prep for same (0.4); prep for client meeting re next steps on plan (review plan related documents) (3.8).	5.70	6,954.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/22/2023	Rosenbaum, Jordan	Call with Company counsel re plan.	0.40	600.00
6/22/2023	Fisher, David	Review prior Settlement related documents; prepare for conference call with Davis Polk, Akin Gump, Milbank and Debevoise (0.9); pre call with Akin Gump and Brown Rudnick (0.3); participate in conference call with Davis Polk and representatives of Sacklers and creditor (0.5); email exchanges with K. Eckstein and R. Ringer and communication regarding same (0.4).	2.10	3,549.00
6/22/2023	Gange, Caroline	Draft memo for plan implementation meeting re next steps.	3.70	4,514.00
6/26/2023	Rosenbaum, Jordan	Review of transaction documents.	0.20	300.00
6/26/2023	Taub, Jeffrey	Review governance covenants, e-mail J. Rosenbaum re same.	0.30	384.00
6/27/2023	Rosenbaum, Jordan	Review of plan documents (0.8); call w/ J. Taub re same (0.2).	0.20	300.00
6/27/2023	Fisher, David	Review status of Settlement Agreement.	1.00	1,690.00
6/27/2023	Taub, Jeffrey	Review plan documents (0.4); call with J. Rosenbaum re same (0.2) and call with C. Gange re same (0.2); draft and circulate summary of same (0.7).	1.50	1,920.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/27/2023	Gange, Caroline	Emails w/ FTI re upcoming meeting on NewCo (0.3); discuss same w/ J. Taub (0.2); review issues re same and draft email memo for upcoming client meeting (1.9).	2.40	2,928.00
6/28/2023	Eckstein, Kenneth	Call with FTI, Houlihan to prep for Working Group session on Plan (1.0).	1.00	1,800.00
6/28/2023	Fisher, David	Review materials regarding business plan and Settlement Agreement issues.	1.40	2,366.00
6/28/2023	Taub, Jeffrey	Review FTI draft presentation to AHC re emergence (0.4); call w/ C. Gange re same (0.3); prepare for (0.4), attend call w/ KL, HL and FTI teams re presentation to AHC (1.0).	2.10	2,688.00
6/28/2023	Gange, Caroline	Prep for upcoming client meeting re emergence next step (2.9); prepare talking points for same (3.2); call w/ KL, FTI, HL re same (1.0); review FTI/HL materials re same (0.8); discuss same w/ J. Taub (0.3).	8.20	10,004.00
6/29/2023	Fisher, David	Prepare for (1.0) and attend call with Houlihan, FTI and KL team regarding business issues, discussion of status (0.7); prepare for call regarding review of Settlement Agreement (1.3); communications with Akin Gump and Brown Rudnick regarding same (0.3).	3.30	5,577.00



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DATE	TIMEKEEPER	DESCRIPTION	HOURS	AMOUNT
6/29/2023	Eckstein, Kenneth	Call with HL and FTI to prepare for working group call on Plan (0.7); call with H. Skolnic re same (0.4); call with A. Preiss re same (0.4); call with M. Huebner re same (0.3); follow up with FTI re same (0.5).	2.30	4,140.00
6/29/2023	Rosenbaum, Jordan	Prepare for (0.1) and attend call with HL and FTI and Committee (0.7).	0.80	1,200.00
6/29/2023	Taub, Jeffrey	Attend call w/ advisers re asset sale (0.7); email D. Fisher re same (0.1).	0.80	1,024.00
6/29/2023	Gange, Caroline	Attend portion of call w/ FTI and HL re prep for client call on NewCo and plan.	0.50	610.00
6/30/2023	Fisher, David	Communication regarding plan status with Davis Polk.	0.30	507.00
TOTAL			74.70	\$107,454.50

Kramer Levin



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Ad Hoc Committee of Governmental and Other
Contingent
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FOR Disbursements rendered through June 30, 2023:

Disbursements and Other Charges	61.62
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FEES AND DISBURSEMENTS POSTED AFTER THE BILLING PERIOD SHOWN ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.

TAX ID # 13-1944339

Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas, New York, NY 10036
T 212.715.9100 F 212.715.8000



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DISBURSEMENTS AND OTHER CHARGES SUMMARY

DESCRIPTION	AMOUNT
Photocopying	\$31.20
Color Copies	11.20
Telecommunication Charges	19.22
TOTAL DISBURSEMENTS AND OTHER CHARGES	\$61.62

DISBURSEMENTS AND OTHER CHARGES DETAIL

Photocopying

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
6/22/2023	Fisher, David	Photocopying Fisher, David J.	\$31.20
TOTAL			\$31.20

Color Copies

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
6/22/2023	Fisher, David	Color Copies Fisher, David J.	\$11.20
TOTAL			\$11.20

Telecommunication Charges

DATE	TIMEKEEPER	DESCRIPTION	AMOUNT
5/30/2023	Gange, Caroline	Telecommunication Charges by Caroline Gange	\$19.22
TOTAL			\$19.22
TOTAL			\$61.62